

Return Address:



200608310106  
Skagit County Auditor

8/31/2006 Page 1 of 8 11:48AM

LAND TITLE OF SKAGIT COUNTY

120246-T

<b>Document Title(s) (for transactions contained therein):</b> 1. MEMORANDUM OF GASOLINE AGREEMENT 2. 3. 4.
<b>Reference Number(s) of Documents assigned or released:</b> (on page of documents(s))
<b>Grantor(s)</b> 1. BP WEST COAST PRODUCTS LLC 2. 3. 4.
<b>Additional Names on page</b> of document.
<b>Grantee(s)</b> 1. KUMAR INC 2. 3. 4.
<b>Additional Names on page</b> of document.
<b>Legal Description (abbreviated i.e. lot, block, plat or section, township, range)</b>  LOT 1 MV SP 8-86 in SE 1/4 of NE 1/4 in 17-34-4
<b>Additional legal is on page</b> of document.
<b>Assessor's Property Tax Parcel/Account Number</b>  3404017-1-014-0702/
The Auditor/Recorder will rely on information provided on the form. The staff will not read the document to verify the accuracy or completeness of the indexing information provided herein.

Order No.: 120246-T  
Escrow No.: 10823337

RECORDING REQUESTED BY  
LAND TITLE COMPANY OF SKAGIT COUNTY  
AND WHEN RECORDED, RETURN TO:

BP West Coast Products LLC  
4 Centerpointe Drive, LPR 4-224  
La Palma, California 90623-1066  
Attn: Ken Tucker

ARCO Facility No.: 05373  
BP SCDB No.: 30953  
Location: 2125 E. College Way  
Mount Vernon, WA 98273-2319

LAND TITLE OF SKAGIT COUNTY  
FOR RECORDER'S USE

**MEMORANDUM OF GASOLINE AGREEMENT  
FOR DEALER-OWNED, FRANCHISEE-OPERATED FACILITY**

This Memorandum of Gasoline Agreement for Dealer-Owned, Franchisee-Operated Facility (this "Memorandum") dated August 18, 2006 is entered into by BP WEST COAST PRODUCTS LLC, a Delaware limited liability company, whose address is 4 Centerpointe Drive, La Palma, California 90623-1066 ("BPWCP"), and KUMAR, INC., a Washington corporation, whose address is 2125 E. College Way, Mount Vernon, WA 98273-2319 ("Franchisee").

1. Right of First Refusal. For valuable consideration, Franchisee grants to BPWCP a right of first refusal to purchase all of Franchisee's interest, whether fee or leasehold, in the real property (the "Real Estate") commonly known as 2125 E. College Way, in the City of Mount Vernon, County of Skagit (the "County"), State of Washington, and more particularly described in the attached Exhibit "A", and all improvements located at the Real Estate.

2. Contract Dealer Gasoline Agreement. The terms of BPWCP's right of first refusal are more fully set forth in the unrecorded Contract Dealer Gasoline Agreement (the "Agreement") between BPWCP and Franchisee dated August 28, 2006. The term of

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200608310106  
Skagit County Auditor

the Agreement is twenty (20) years. The Agreement is incorporated by reference into this Memorandum.

3. Purpose of Memorandum; Conflicting Provisions. The purpose of this Memorandum is to make BPWCP's right of first refusal a matter of public record. If a provision in this Memorandum conflicts with a provision in the Agreement regarding BPWCP's right of first refusal, the provision in the Agreement will control.

4. Expiration of the Agreement. Upon the expiration of the Agreement and BPWCP's receipt of a written request from Franchisee, BPWCP shall record a termination of the Agreement and this Memorandum in the Official Records of the County.

5. Counterparts. The parties may sign this Agreement in counterparts. The signature pages from the separately signed counterparts may be attached to one copy of this Agreement to form a single document.

BPWCP:

BP WEST COAST PRODUCTS LLC,  
a Delaware limited liability company

By: 

W. FILLMORE WOOD, JR.  
Vice President

Attest: 

O. D. CASTELLON  
Assistant Secretary



**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

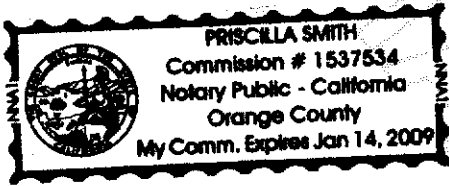
State of California

County of Orange

On August 23, 2006 before me, Priscilla Smith, Notary Public  
Date Name Title Of Officer - E.G., "Jane Doe, Notary Public"

personally appeared W. Fillmore Wood Jr. & O. D. Castellon  
Name(s) of Signer(s)

personally known to me - ~~OR~~ ~~proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instruments.



WITNESS my hand and official seal.

Priscilla Smith  
Signature of Notary

**OPTIONAL**

Though the data is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form

INDIVIDUAL

CORPORATE OFFICER

Vice President / Assistant Secretary

Memorandum of Gasoline Agreement for Dealer-Owned, Franchise-Operated Facility  
TITLE OR TYPE OF DOCUMENTS

PARTNER(S)  LIMITED  
 GENERAL

ATTORNEY-IN-FACT

TRUSTEE(S)

GUARDIAN OR CONSERVATOR

OTHER:

3  
NUMBER OF PAGES

8/18/06  
DATE OF DOCUMENTS

**SIGNER IS REPRESENTING:**

NAME OF PERSON(S) OR ENTITY(IES)

BP West Coast Products LLC

Veer Kumar  
SIGNER(S) OTHER THAN NAMED ABOVE



200608310106

Skagit County Auditor


**CERTIFICATE**

I, O. D. Castellon, Assistant Secretary of BP WEST COAST PRODUCTS LLC, a Delaware limited liability company, does hereby certify that the following is a true copy of a resolution duly adopted by consent action of the Board of Directors of the company on September 26, 2001, and that said resolution is valid and binding and has not been amended, modified or rescinded and is in full force and effect on the date hereof.

RESOLVED, that the Chairman, President, any Vice President, Assistant Vice President, and the Treasurer of the Company be, and each of them hereby is, severally authorized and empowered in the name and on behalf of the Company to make, execute, authenticate, acknowledge and deliver any contract, agreement, release, assignment, lease, conveyance, deed, transfer of real or personal property, proxy, power of attorney with full and general or limited authority, with power of substitution, or any other instrument similar or dissimilar to the preceding, which he or she may deem necessary or proper in connection with the business of the Company, without further act or resolution of this Board, and the Secretary or any Assistant Secretary be, and each of them hereby is, severally authorized and empowered to affix the corporate seal to any such papers or documents and to attest the same in cases where such action is necessary or appropriate.

I further certify that the foregoing resolution is still in full force and effect and has not been amended or rescinded.

WITNESS my hand and the seal of this Company this 23rd day of August 2006.

  
\_\_\_\_\_  
O. D. Castellon  
Assistant Secretary



200608310106  
Skagit County Auditor

UNOFFICIAL DOCUMENT

FRANCHISEE:

KUMAR, INC.,  
a Washington corporation

By: Vh. Kumar

Printed Name: VEER KUMAR

Printed Title: PRESIDENT

By: \_\_\_\_\_

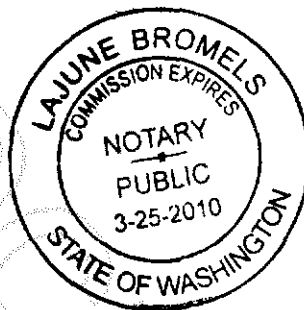
Printed Name: \_\_\_\_\_

Printed Title: \_\_\_\_\_

(ATTACH NOTARY ACKNOWLEDGMENTS)

SIGNED BEFORE ME, A NOTARY PUBLIC IN  
AND FOR THE STATE OF WASHINGTON, ON  
THIS 18<sup>th</sup> DAY OF August 2006  
MY COMMISSION EXPIRES 3-25-2010

*Lajune Bromels*



**LEGAL DESCRIPTION OF THE REAL ESTATE**

(See Exhibit "A" following this cover sheet.)

**EXHIBIT "A"**

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200608310106  
Skagit County Auditor

8/31/2006 Page

7 of

8 11:46AM

Lot 1, City of Mount Vernon Short Plat No. 8-86, approved December 23, 1986, recorded December 23, 1986 in Book 7 of Short Plats, page 150, under Auditor's File No. 8612230042 and being a portion of the Southeast ¼ of the Northeast ¼ of Section 17, Township 34 North, Range 4 East, W.M.,

EXCEPT the South 10 feet thereof deeded to the City of Mount Vernon by instrument recorded May 11, 1987, under Auditor's File No. 8705110008.

TOGETHER WITH an easement for ingress, egress and regress, in common with other owners, over, upon and across Parcel "B" as shown on the face of said Short Plat.

Situate in the County of Skagit, State of Washington.



200608310106  
Skagit County Auditor

8/31/2006 Page

8 of

8 11:46AM